

[RETURN TO CHECKLIST \(CLICK HERE\)](#)

INTERNAL USE ONLY:

Company Info drop down list:

Subsidiary

Acquisition

Instructions Checklist:

Incomplete

Complete

Not Applicable

Not Available

Due Diligence Checklist and Timeline:

Instructions: Please complete and submit items in the order requested below, noting the Date Delivered and whether the item is Complete, Not Applicable or Not Available.

Item No.	Item Description:	Please Select:	Date Delivered:
1	Company Info Worksheet [CLICK HERE]	Incomplete	
2	Contact Info Worksheet [CLICK HERE]	Incomplete	
3	Business Opportunity Worksheet [CLICK HERE]	Incomplete	
4	Combined Historical and Pro Forma Financials [CLICK HERE]	Incomplete	
5	Capital Structure Worksheet [CLICK HERE]	Incomplete	
6	Customer References Worksheet [CLICK HERE]	Incomplete	
7	Officer/Director/Employee Background Check Forms (DOB and/or EB)	Incomplete	
-	Email Items 1 - 7 to JCARNES@CONSULTEOS.COM and MCJ@BARRONPARTNERS.COM	Incomplete	
8	Schedule Conference Call with Barron to review items 1 - 7.	Incomplete	
9	Backlog and Pipeline Analysis Worksheet [CLICK HERE]	Incomplete	
10	Capex Worksheet [CLICK HERE]	Incomplete	
11	Receivables Worksheet [CLICK HERE]	Incomplete	
12	Personnel & Compensation Worksheet [CLICK HERE]	Incomplete	
13	Properties Worksheet [CLICK HERE]	Incomplete	
14	Miscellaneous Worksheet [CLICK HERE]	Incomplete	
-	Email Items 9 - 14 to JCARNES@CONSULTEOS.COM and MCJ@BARRONPARTNERS.COM	Incomplete	
15	Schedule Conference Call with Barron to review items 9 - 14	Incomplete	
16	Schedule on-site Organizational Assessment (must be complete 3 days prior to funding)	Incomplete	

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Company Info:

PARENT COMPANY

Legal corporate entity name:	NA		
State of Incorporation:			
Headquarters Address:			
Size (Sq. Ft.):			
#Employees this Location:			
Describe Equipment Onsite:			
Equipment % of Capacity:			
Telephone:			
State(s) of Operation:			
Brief Business Description:			

Years in Business:	
Monthly Lease \$:	
Facility % of Capacity:	
# of Shifts:	
Website:	

SUBSIDIARIES/ACQUISITIONS

Subsidiary or Acquisition:		Acquisition LOI Expires: (mm/dd/yy)	
Legal corporate entity name:			
State of Incorporation:		Years in business:	
Facilities Address:			
Size (Sq. Ft.):		Monthly Lease \$:	
#Employees this Location:		Facility % of Capacity:	
Describe Equipment Onsite:			
Equipment % of Capacity:		# of Shifts:	
Telephone:		Website:	
State(s) of Operation:			
Brief Business Description:			

Acquisition LOI Expires: (mm/dd/yy)

[illegible]

Years in business:

[illegible]

Monthly Lease \$:

Facility % of Capacity:

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# of Shifts:	

Website: _____

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[illegible]

Company Info

Subsidiary or Acquisition:
Legal corporate entity name:
State of Incorporation:
Facilities Address:
Size (Sq. Ft.):
#Employees this Location:
Describe Equipment Onsite:
Equipment % of Capacity:
Telephone:
State(s) of Operation:
Brief Business Description:

		Acquisition LOI Expires:				(mm/dd/yy)	
		Years in business:					
		Monthly Lease \$:					
		Facility % of Capacity:					
		# of Shifts:					
		Website:					

Instructions: For the Parent company and each division/acquisition, please provide contact info for all key executives, officers and directors, auditors and accountants, bankers (all areas), lawyers (all areas), insurance agents (all types), and 10% or greater shareholders, including name, company name, title, daytime phone, cell phone, e-mail address and physical address.

[illegible]

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Business Opportunity:

Instructions: Provide copies of any business plans, strategic plans, business valuations, investor presentations and one page summaries made within the past two years. Also provide copies of all sales and marketing materials and a short description of each product or service offered. Complete the following table.

Mission/Vision Statement:	SEE LICENSE AGREEMENT AND FINANCIAL PROJECTIONS
Industry Positioning:	(describe industry, growth rate, market potential, number and size of competitors, identify major competitors and indicate if publicly traded)
Competitive Advantages:	Specific Strengths.
Barriers to Entry:	

Capital Expenditures:	Acquisition or Growth Strategy:	Risks and Weaknesses:	Other Factors:

RETURN TO CHECKLIST [CLICK HERE](#)**Combined Historical and Proforma Financials:**

Instructions: Provide the following information and complete the table below.

Please provide the following:

1. Copies of (i) the audited (unaudited, if there is no audit) balance sheet, statement of income and, cash flow statement; and (ii) the internally generated financial statements of the Company for each of the months ended after the last fiscal year.
2. Copies of all management letters from the Company's accountants for each of the last three fiscal years.

Please complete the following table: SEE FINANCIAL PROJECTIONS

	ACTUAL					PROJECTIONS										
	Q1 04	Q2 04	Q3 04	Q4 04	TOTAL 2004	Q1 05	Q2 05	Q3 05	TOTAL 2005	Q1 06	Q2 06	Q3 06	Q4 06	TOTAL 2006	TOTAL 2007	
Revenues	Core Business															
	Division	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
	Division	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
	Division	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
	Total COI	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
	Acquisition	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
	Acquisition	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
	Acquisition	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
	Acquisition	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
	Other	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
	Total Revenue	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
	Cost of Goods Sold															
	Core Busi	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
	Acquisition	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
	Acquisition	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
	Acquisition	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
	Gross Profit	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
	Core Busi	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
	Acquisition	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
	Acquisition	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
	Acquisition	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
	Total Gross Profit	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
	Operating Expenses															
	Research &	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
	Marketing	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
	General &	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
	Total Op	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Financials																

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Capital Structure and Past Financings:

Provide details of ownership structure, capital structure, including major shareholders, debtholders, and each class of stock outstanding. Attach additional sheets as needed. DETAIL IN FINANCIAL PROJECTION AND LOI

List of all past financings, loans and credit lines (including amount, date of transaction, and name and address of source of funds). Attach copies of term sheets, PPM's and closing documents for each financing detailing registration and piggyback rights, covenants, adjustments, default provisions, and any other material terms.

NA

Explain and attach any copies of any agreements to pay finders fees or brokers fees in relation to the proposed financing, as well as for past financings above.

NA

Break down and explain the use of proceeds from this investment and any previous rounds of financing within the past two years. Attach additional sheets as needed.

LOI

Provide copies of any appraisals, independent or otherwise, made within the last 5 years as to the value of the Company or any of its subsidiaries or any property thereof.

NA

Explain and provide copies of any revenue sharing, earnings sharing or earn-out agreements in existence or planned as a result of this transaction or proposed acquisitions.

NA

Customer References:

Instructions: For each Division/Acquisition, please provide references totaling at least 80% of last complete fiscal year's revenues. Note to Company: Please advise as many of the parties below as possible that Eos Funds Research may be contacting them on behalf of Barton Partners L.P. Please have your head of sales coordinate with Eos regarding customer reference calls.

Customer Since What Year?	Y0s Last FY Actual Revenue	Y1s YTD Actual Revenue	Y1s Current Full FY Projected Revenue	Y2s Last FY Projected Revenue	Y2s Growth % from Y1 to Y2	Typical Gross Margins	Product/Service Purchased (see description) Comments and Notes
1. SEE INFO SET UNDER SEPARATE COVER							
2.							
3.							
4.							
5.							
6.							
7.							
8.							
9.							
10.							
11.							
12.							
13.							
14.							
15.							

TOTAL REVENUE OF LISTED CUSTOMERS (Y0s)

\$

TOTAL REVENUE FOR THE LAST FISCAL YEAR

\$

Percentage of Total Revenue

#DIV/0!

Customer Information Name														
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Customer Name	Street	City	State	Zip	Phone	Fax	Alt. Phone	Alt. Fax	Alt. Email	Alt. Website	Alt. Address	Alt. City	Alt. State	Alt. Zip
1														
2														
3														
4														
5														
6														
7														
8														
9														
10														
11														
12														
13														
14														
15														

Out and back more rows if necessary.

TOTAL REVENUE OF LISTED CUSTOMERS (Y04) 5
 TOTAL REVENUE FOR THE LAST FISCAL YEAR 5
 Percentage of Total Revenue 5 #DIV/0!

TOTAL REVENUE OF LISTED CUSTOMERS (Y0a)
 TOTAL REVENUE FOR THE LAST FISCAL YEAR \$ 9
 Percentage of Total Revenue #DIV/0!

Customer Information										Customer				Product / Service Purchased			
Table 1: Customer Data										Table 2: Financial Data				Table 3: Product Data			
1	2	3	4	5	6	7	8	9	10	Y0a	Y1a	Y2a	Y3a	Y0a	Y1a	Y2a	Y3a
Customer Name	Contact	Title	Cell/A1 Tel	Address	City	State	Zip	Customer Since	YTD Sales	YTD Profit	YTD Revenue	YTD Revenue	YTD Revenue	YTD Revenue	YTD Revenue	YTD Revenue	YTD Revenue
1																	
2																	
3																	
4																	
5																	
6																	
7																	
8																	
9																	
10																	
11																	
12																	
13																	
14																	
15																	

Customer Information							Financial Data										Product & Service Information									
Rank #	Customer Name	Contact	Title	Telephone	Cellular Tel.	Address, City, State, ZIP	Customer Since Last Yr Whole Year?	Y04 Last Yr Actual Revenue	Y03 YTD Actual Revenue	Y02 Current Fy Fy Projected Revenue	Y01 YTD Fy Actual Revenue	Y00 Growth % From Y01 to Y02	Y00 Total Fy Projected Revenue	Y00 Growth % From Y01 to Y02	Y00 Typical Gross Margin	Product Name Purchased (Self described) Comments and Notes										
1												#DIV/0!		#DIV/0!												
2												#DIV/0!		#DIV/0!												
3												#DIV/0!		#DIV/0!												
4												#DIV/0!		#DIV/0!												
5												#DIV/0!		#DIV/0!												
6												#DIV/0!		#DIV/0!												
7												#DIV/0!		#DIV/0!												
8												#DIV/0!		#DIV/0!												
9												#DIV/0!		#DIV/0!												
10												#DIV/0!		#DIV/0!												
11												#DIV/0!		#DIV/0!												
12												#DIV/0!		#DIV/0!												
13												#DIV/0!		#DIV/0!												
14												#DIV/0!		#DIV/0!												
15												#DIV/0!		#DIV/0!												
Cut and paste more rows if necessary.																										
TOTAL REVENUE OF LISTED CUSTOMERS (Y04)							3																			
TOTAL REVENUE FOR THE LAST FISCAL YEAR							3																			
Percentage of Total Revenue							#DIV/0!																			

Customer Information										Customer Financials										Product/Service Information									
Rank #	Customer	Contact	Title	Telephone	Cellular Tel.	Address	City	State	Zip	Customer Since	YTD Actual Revenue	YTD Projected Revenue	YTD Growth from Y1 to Y2	YTD Net FY Revenue	YTD Growth from Y1 to Y2	Typical Gross Margin	Product, Service Purchased (list separately)	Comments and Notes											
1																													
2																													
3																													
4																													
5																													
6																													
7																													
8																													
9																													
10																													
11																													
12																													
13																													
14																													
15																													
TOTAL REVENUE OF LISTED CUSTOMERS (Y04)																													
TOTAL REVENUE FOR THE LAST FISCAL YEAR																													
Percentage of Total Revenue																													
TOTAL REVENUE OF LISTED CUSTOMERS (Y04)										5																			
TOTAL REVENUE FOR THE LAST FISCAL YEAR										3																			
Percentage of Total Revenue										#DIV/0!																			
TOTAL REVENUE OF LISTED CUSTOMERS (Y04)																													
TOTAL REVENUE FOR THE LAST FISCAL YEAR																													
Percentage of Total Revenue																													

[RETURN TO CHECKLIST \(CLICK HERE\)](#)

Backlog and Pipeline:

Provide a summary and breakdown of the current backlog of the Company and of any Acquisition targets.
Acquisition target: ovulation scope

Provide explanations of any significantly increased sales you projected in the Customer References Worksheet.

Provide copies of any significant agreements, e.g. royalty or license agreements, long term sales contracts or distribution agreements with customers listed in the Customer References Worksheet.
NA

List and provide copies of all agreements with the Company's customers listed in the Customer References Worksheet currently in effect or under consideration, including any service, support, warranty or maintenance agreements.

PRIMARY CUSTOMER SERVICE PROVIDED BY NEWCO. LAB CS SUPPLIED BY BIOSAFE.

List and provide copies of all significant agreements with the Company's vendors, manufacturers, retailers, brokers and suppliers, including for the supply of materials used in the business of the Company.
NA

Provide an accounts payable worksheet including contact information for the Company's five largest suppliers and a brief description of each relationship.
SEE LICENSE AGREEMENT

List and provide copies of all agreements pursuant to which the Company's products or services are or will be manufactured or provided by, or pursuant to which the Company acquires products or components for products from, third parties in connection with any business of the Company.

SEE LICENSE AGREEMENT

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Capex:

Please provide a breakdown of all capital equipment purchases in the past five years and as projected for the next five years including price paid, current market value, replacement cost, useful life, disposition plans, and ongoing service and maintenance costs.
NA

Please provide a list of Research and Development costs for the past five years and as projected for the next five years.
NA

Please provide working capital requirements for each of the past five years and as projected for the each of the next five years.

NA
Please provide copies of any contracts or commitments relating to Capital Equipment Lease or Purchase or R&D expense contracts.
NA